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SURFACE TRANSPORTATION BOARD



**ATEL**  
Leasing Corporation

November 16, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

**Re: Document for Recordation:**  
**1. Memorandum of Lease Renewal**

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of Lease Renewal with respect to 197 Railcars, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary document to which this document is submitted in connection with is recorded under Recordation Number 26538.

The names and addresses to the Memorandum of Lease Renewal with respect to 197 Railcars executed as of September 21, 2010, are:

**Lessor:** ATEL Leasing Corporation, as Trustee  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, CA 94108

**Lessee:** Bartlett Grain Company, L.P.  
4900 Main Street, Suite 1200  
Kansas City, MO 64112

A description of the railroad equipment covered by the Memorandum of Lease Renewal with respect to 197 Railcars is:

One Hundred Ninety-Seven (197) Used 4750 Cubic Foot Trough Hatch Covered Hopper Cars bearing road numbers AEQX 810051 through AEQX 810250 inclusive (excluding AEQX 810187 and AEQX 810192).

Chief, Section of Administration  
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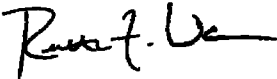
A short summary of the document to appear in the index as follows:

Memorandum of Lease Renewal with respect to 197 Railcars

The fee of \$41.00 can be charged to our account.

Should you have any questions, please do not hesitate to call me at 415/616-3427 or [rwarner@atel.com](mailto:rwarner@atel.com). Thank you for your assistance.

Sincerely,



Renette F. Warner  
Senior Contract Administrator

/rfw  
Attachment

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE RENEWAL**

This **MEMORANDUM OF LEASE RENEWAL** is memorialized in writing as of September 21, 2010, but deemed effective as of July 1, 2010, by and between **ATEL LEASING CORPORATION, AS TRUSTEE** for the benefit of **ATEL Capital Equipment Fund VIII, LLC**, as Owner ("ATEL"), located at 600 California Street, 6<sup>th</sup> Floor, San Francisco, CA 94108 and **BARTLETT GRAIN COMPANY, L.P.** ("BGC"), a Missouri limited partnership located at 4900 Main Street, Suite 1200, Kansas City, MO 64112.

**WITNESSETH**

Pursuant to a Master Lease Agreement (Full Service) (the "Lease Agreement") dated as of March 14, 2005 and Lease Schedule No. 2 thereto dated as of May 24, 2005, which incorporates the terms and conditions of the Lease Agreement and together with the Lease Agreement is the ("Lease"), ATEL had agreed to lease to BGC and BGC had agreed to lease from ATEL one hundred ninety-nine (199) used 4750 cubic foot, trough hatch covered hopper cars bearing car mark numbers AEQX 810051 through AEQX 810250 inclusive (excluding AEQX 810223) (the "Cars").

A Memorandum of Lease with respect to Lease Schedule No. 2 was duly filed and recorded with the Surface Transportation Board (the "Board") pursuant to the provisions of 49 U.S.C. Section 11301 and 49 CFR 1177, on September 7, 2006, at 11:23 a.m. under Recordation Number 26538.

Pursuant to a First Amendment to Lease Schedule No. 2, dated as of September 21, 2010, (the "Renewal Agreement"), ATEL has agreed to continue to lease to BGC and BGC has agreed to continue to lease from ATEL the Cars (excluding AEQX 810187 and AEQX 810192) for a term of eight (8) months commencing on July 1, 2010, and continuing through and including February 28, 2011.

This Memorandum of Lease Renewal has been executed and delivered by the parties for the purpose of recording and giving notice of the Lease.

**IN WITNESS WHEREOF**, ATEL and BGC have executed this instrument as of the date first above written.

**ATEL LEASING CORPORATION,  
AS TRUSTEE**

By: 

Print Name: Vasco H. Morais  
Executive Vice President

Title: \_\_\_\_\_

**BARTLETT GRAIN COMPANY,  
L.P.**

By: 

Print Name: William J. Fellows

Title: President Bartlett Grain Co L.P.

**ATEL LEGAL DEPARTMENT**

**APPROVED  
AS TO FORM**

BY: 

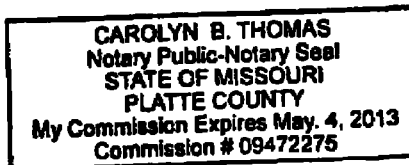
(STATE OF Missouri )  
(COUNTY OF Jackson ) SS.

On this 10th day of November, 2010, before me, Carolyn B. Thomas, the undersigned Notary Public, personally appeared William J. Thomas, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Carolyn B. Thomas  
Notary Public

(seal)



(STATE OF CALIFORNIA )  
(COUNTY OF SAN FRANCISCO ) SS.

On this 10th day of November, 2010, before me, Vicki Kiele, the undersigned Notary Public, personally appeared Vasco H. Moraes, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Vicki Kiele  
Notary Public

